

**Profiles of nominated directors to be elected to succeed those who will be retiring by rotation**

**Name** Mr. Chalermchai Mahagitsiri

**Proposed Position** Director

**Nationality** Thai

**Age** 43 years

**Number of shares held in the Company and related companies (as of 25 March 2022)**

Own:	23.1510 percent
Spouse:	none



**Date of first appointment** 31 January 2012 (10 years)

**No. of years being the Company's Director including if being re-elected** 13 years (10 plus 3 years)

**Education /Training**

- M.S. in Finance, Boston University, United States of America, 2004
- B.S. in Finance, Suffolk University, United States of America, 2001
- Digital Edge Fusion (DEF), Sripatum University, Class 1, 2017
- Ultra Wealth – Investment Like A Master, Class 2, 2016
- Academy of Business Creativity (ABC), Sripatum University, Class 4, 2016
- Capital Market Academy Leadership Program, Capital Market Academy (CMA), Class 17, 2013
- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 53/2005
- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD), Class 30/2004

**Working experience (past 5 years)**

- **Positions in listed companies in SET (presently 5 companies)**

- 2012 – Present : Director, President and Chief Executive Officer and Member of Executive Committee, Thoresen Thai Agencies Public Company Limited
- 2015– Present : Chairman of Investment Committee, Thoresen Thai Agencies Public Company Limited
- 2018 – Present : Chairman of the Board of Directors, Unique Mining Services Public Company Limited
- 2013 – Present : Chairman of the Board of Directors, PM Thoresen Asia Holdings Public Company Limited
- 2011 – Present : Director, Posco-Thainox Public Company Limited
- 2011 – Present : Director, Thai Film Industries Public Company Limited
- 2012 – 2018 : Vice Chairman, Unique Mining Services Public Company Limited

- **Positions in listed companies in other countries (presently 1 company)**

- 2012 – Present : Director, Chief Executive Officer and Executive Vice Chairman, Mermaid Maritime Public Company Limited
- 2015 – 2019 : Director, Sino Grandness Food Industry Group Ltd.

• **Positions in non-listed companies/organizations (presently 69 companies)**

2021– Present	: Director, Thoresen FSO Co., Ltd.
2020 - Present	: Director, Praneat Co., Ltd.
2020 – Present	: Director, Mermaid Ventures Co., Ltd.
2019 – Present	: Director, Thoresen Klong Padung Krungkasem Joint Venture
2019 – Present	: Director, Natural Aura Co., Ltd.
2019 - Present	: Director, Natural Drink Co., Ltd.
2018 – Present	: Director, Asia Infrastructure Management (Thailand) Co., Ltd.
2018 – Present	: Director, CM Corporate Co., Ltd.
2018 – Present	: Director, Siam Taco Company Limited
2018 – Present	: Director, Four One One Ecommerce Co., Ltd.
2018 – Present	: Director, PTGC Co., Ltd.
2018 – Present	: Director, V Ventures Investment Pte. Ltd.
2017 – Present	: Director, Thoresen Shipping (Thailand) Co., Ltd.
2016 – Present	: Director, Mermaid Subsea Services Saudi Arabia Co., Ltd.
2016 – Present	: Director, PMT Property Co., Ltd.
2016 – Present	: Director, Laser Game Asia Ltd.
2016 – Present	: Director, TTA Mariner Co., Ltd.
2014 – Present	: Director, Mermaid Subsea Services LLC
2014 – Present	: Director, Mermaid International Ventures
2014 – Present	: Director, Premo Shipping Public Company Limited
2014 – Present	: Director, Thoresen Shipping FZE
2014 – Present	: Director, Mermaid Maritime Mauritius Ltd.
2014 – Present	: Director, Chidlom Marine Services & Supplies Ltd.
2014 – Present	: Director, Gulf Agency Company (Thailand) Ltd.
2014 – Present	: Director, GAC Thoresen Logistics Ltd.
2014 – Present	: Director, PH Macaron (Thailand) Co., Ltd.
2014 – Present	: Director, Athene Holdings Ltd.
2014 – Present	: Director, Thoresen & Company (Bangkok) Limited
2014 – Present	: Director, V Ventures Technologies Co., Ltd.
2014 – Present	: Director, PMFB Ltd.
2014 – Present	: Director, Thor Fortune Shipping Pte. Ltd.
2014 – Present	: Director, Thor Friendship Shipping Pte. Ltd.
2014 – Present	: Director, Thoresen Shipping Company Pte. Ltd.
2013 - Present	: Director, PM Thoresen Asia (Singapore) Pte. Ltd.
2013 – Present	: Director, Baconco Co., Ltd.
2013 – Present	: Director, Thoresen (Indochina) S.A.
2013 – Present	: Director, PM Quality Food and Beverage Co., Ltd.
2013 – Present	: Director, Thoresen Shipping Singapore Pte. Ltd.
2013 – Present	: Director, Mermaid Drilling Ltd.
2013 – Present	: Director, Mermaid Subsea Services (Thailand) Ltd.
2013 – Present	: Director, Four One One FUN Co., Ltd.
2012 – Present	: Director, MTR-2 Ltd.
2012 – Present	: Director, Mermaid Subsea Services (International) Ltd.
2012 – Present	: Director, Coffee Gallery Co., Ltd.
2012 – Present	: Director, Soleado Holdings Pte. Ltd.
2011 – Present	: Director, Phaholyothin Garden Co., Ltd.
2011 – Present	: Director, Mountain Creek Development Co. Ltd.
2011 – Present	: Director, M Creek Land Co., Ltd.
2010 – Present	: Executive Director, Sak Chaisidhi Co., Ltd.
2008 – Present	: Director and Chief Executive Officer, Four One One Entertainment Co., Ltd.
2005 – Present	: Director and Chief Executive Officer, PM Group Co., Ltd.
2005 – Present	: Director, P M Corp Co., Ltd.

2002 – Present : Director, Lakewood Kitchen Co., Ltd.  
 2002 – Present : Director, ACME Camps Co., Ltd.  
 1998 – Present : Managing Director, Lakewood Country Club Co., Ltd.  
 1998 – Present : Director, Lakewood Land Co., Ltd.  
 Present : Director, Quality Coffee Products Co., Ltd.  
 Present : Director, The Nest Property Co., Ltd.  
 Present : Director, The Nest Home Co., Ltd.  
 Present : Director, The Nest Ploenchit Co., Ltd.  
 Present : Director, Mermaid Subsea Services (UK) Limited  
 Present : Director, Asia Nampapa Luangprabang Co., Ltd.  
 Present : Director, Baria Serece  
 Present : Director, UMS Clean Energy 1 Co., Ltd.  
 Present : Director, UMS Clean Energy 2 Co., Ltd.  
 Present : Director, UMS Distribution Co., Ltd.  
 Present : Director, UMS Lighter Co., Ltd.  
 Present : Director, UMS Pellet Energy Co., Ltd.  
 Present : Director, UMS Port Services Co., Ltd.  
 Present : Director, Cloudbreakr (Thailand) Co., Ltd.  
 Present : Director, Four One One Production Co., Ltd.  
 Present : Director, PM 80 Co., Ltd.  
 Present : Director, PSM Land Co., Ltd.  
 2013 – 2020 : Director, Asia Offshore Drilling Ltd.  
 2013 – 2020 : Director, Asia Offshore Rig 1 Limited  
 2013 – 2020 : Director, Asia Offshore Rig 2 Limited  
 2013 – 2020 : Director, Asia Offshore Rig 3 Limited

**Meeting attendance for year 2021**

- Board of Directors Meeting 8/8
- Executive Committee Meeting 7/7

**Record of Illegal Activity**

– None –

**This nominated person does not hold any position as director or management in other businesses, which might have a conflict of interest with the Company.**

**Name** Ms. Ausana Mahagitsiri

**Proposed Position** Director

**Nationality** Thai

**Age** 41 years

**Number of shares held in the Company and related companies (as of 25 March 2022))** Own: 5.4798 percent  
Spouse: none



**Date of first appointment** 31 January 2012 (10 years)

**No. of years being the Company's Director including if being re-elected** 13 years (10 plus 3 years)

#### **Education /Training**

- M.B.A., Sasin Graduate Institute of Business Administration of Chulalongkorn University in a joint program with Kellogg Graduate School of Management of Northwestern University, USA, 2005
- B.S. in Business Administration, Boston University School of Management, USA, 2002
- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD), Class 30/2004

#### **Working experience (past 5 years)**

- **Positions in listed companies in SET (presently 1 company)**

2012 – Present : Director, Deputy Chief Executive Officer, Member of Nomination and Remuneration Committee and Member of Corporate Governance Committee, Thoresen Thai Agencies Public Company Limited

2021 – Present : Member of Executive Committee, Thoresen Thai Agencies Public Company Limited

2013 – 2020 : Director, Thai Film Industries Public Company Limited

- **Positions in listed companies in other countries (None)**

– None –

- **Positions in non-listed companies/organizations (presently 40 companies)**

2018 – Present : Director, PTGC Co., Ltd.

2017 – Present : Director, PH Capital Co., Ltd.

2017 – Present : Director, PM Capital Co., Ltd.

2016 – Present : Director, PMT Property Co., Ltd.

2016 – Present : Director, Premo Shipping Public Company Limited

2014 – Present : Director, Chidlom Marine Services & Supplies Ltd.

2014 – Present : Director, GAC Thoresen Logistics Ltd.

2014 – Present : Director, Athene Holdings Ltd.

2014 – Present : Director, Soleado Holdings Pte. Ltd.

2014 – Present : Director, Thoresen Shipping Singapore Pte. Ltd.

2014 – Present : Director, Thoresen Shipping Company Pte. Ltd.

2014 – Present : Director, Thor Fortune Shipping Pte. Ltd.

2014 – Present : Director, Thor Friendship Shipping Pte. Ltd.

2014 – Present : Director, PMFB Ltd.

2014 – Present	:	Director, V Ventures Technologies Co., Ltd.
2014 – Present	:	Director, PH Macaron (Thailand) Co., Ltd.
2013 – Present	:	Director, PM Quality Food and Beverage Co., Ltd.
2013 – Present	:	Director, Four One One FUN Co., Ltd.
2011 – Present	:	Director, M Creek Land Co., Ltd.
2011 – Present	:	Director and Chief Operating Officer, PM Group Co., Ltd.
2010 – Present	:	Director and Managing Director, The Nest Property Co., Ltd.
2010 – Present	:	Director, Quality Coffee Products Co., Ltd.
2009 – Present	:	Director and Managing Director, Coffee Gallery Co., Ltd.
2008 – Present	:	Director, Four One One Entertainment Co., Ltd.
2008 – Present	:	Director, Phaholyothin Garden Co., Ltd.
2006 – Present	:	Managing Director, Mountain Creek Development Co., Ltd.
2005 – Present	:	Director, P M Corp Co., Ltd.
2002 – Present	:	Director, ACME Camps Co., Ltd.
2002 – Present	:	Director, Lakewood Kitchen Co., Ltd.
1998 – Present	:	Director, Lakewood Country Club Co., Ltd.
1998 – Present	:	Director, Lakewood Land Co., Ltd.
Present	:	Director, Four One One Production Co., Ltd.
Present	:	Director, Four One One Ecommerce Co., Ltd.
Present	:	Director, Natural Aura Co., Ltd.
Present	:	Director, Natural Drink Co., Ltd.
Present	:	Director, PM 80 Co., Ltd.
Present	:	Director, PSM Land Co., Ltd.
Present	:	Director, The Nest Ploenchit Co., Ltd.
Present	:	Director, The Nest Home Co., Ltd.
Present	:	Director, The Nest Village Co., Ltd.

**Meeting attendance for year 2021:**

- Board of Directors Meeting 8/8
- Executive Committee Meeting 3/3 (Appointed to be member of Executive Committee on 11 August 2021)
- Nomination and Remuneration Committee Meeting 3/3
- Corporate Governance Committee Meeting 2/2

**Record of Illegal Activity**

– None –

**This nominated person does not hold any position as director or management in other businesses, which might have a conflict of interest with the Company.**

**Name** Mr. Santi Bangor

**Proposed Position** Independent Director

**Nationality** Thai

**Age** 75 years

**Number of shares held in the Company and related companies (as of 25 March 2022)**  
Own: 0.0027 percent  
Spouse: none

**Date of first appointment** 31 January 2012 (10 years)

**No. of years being the Company's Director including if being re-elected** 13 years (10 plus 3 years)



**Education/Training**

- M.A. in Agricultural Economics, Texas Tech University, USA, 1980
- B.A. in Political Science (Fiscal), Chulalongkorn University, 1968
- Audit Committee Seminar – Get Ready for the Year End, Federation of Accounting Profession of Thailand under the Royal Patronage of His Majesty the King, 2015
- Audit Committee Program (ACP), Thai Institute of Directors Association (IOD), Class 42/2013
- Monitoring Fraud Risk Management (MFM), Thai Institute of Directors Association (IOD), Class 9/2013
- Monitoring the System of Internal Control and Risk Management (MIR), Thai Institute of Directors Association (IOD), Class 14/2013
- Monitoring the Internal Audit Function (MIA), Thai Institute of Directors Association (IOD), Class 14/2013
- Monitoring the Quality of Financial Reporting (MFR), Thai Institute of Directors Association (IOD), Class 17/2013
- Role of the Compensation Committee Program (RCC), Thai Institute of Directors Association (IOD), Class 16/2013
- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 12/2001
- Diploma, National Defense College (NDC), Class 38, 1995
- Development Certificate, Cambridge University, England, 1975

**Working experience (past 5 years)**

• **Positions in listed companies in SET (presently 2 companies)**

- 2013 – Present : Independent Director, Chairman of the Corporate Governance Committee, People's Garment Public Company Limited
- 2012 – Present : Independent Director, Chairman of Nomination and Remuneration Committee, Chairman of Corporate Governance Committee and Member of Audit Committee, Thoresen Thai Agencies Public Company Limited
- 2010 – Present : Member of the Audit Committee, People's Garment Public Company Limited

- **Positions in listed companies in other countries (None)**

– None –

- **Position in other non-listed companies/organizations (presently 1 organization)**

- 2017 – Present : Member of State Enterprise Performance Appraisal Sub-Committee on Social and Technology Sector, Ministry of Finance
- 2016 – Present : Member of State Enterprise Performance Agreement and Performance Appraisal Sub-Committee on Infrastructure Sector, Industry and Commerce, Ministry of Finance
- 2012 – 2016 : Member of State Enterprise Performance Agreement and Performance Appraisal Sub-Committee on Communication and Energy Sector, Performance Appraisal Committee, Ministry of Finance

**Meeting attendance for year 2021**

- Board of Director Meeting 7/8
- Audit Committee Meeting 6/6
- Nomination and Remuneration Committee Meeting 3/3
- Corporate Governance Committee Meeting 2/2

**Record of Illegal Activity**

– None –

**This nominated person does not hold any position as director or management in other businesses, which might have a conflict of interest with the Company.**

**Other Related Relationships**

<b>Relationship</b>	<b>Details</b>
Close relative to management / major shareholder / controlling persons of the Company or a subsidiary	No
Relationship with Company / its subsidiary / its associates / its major shareholders / its controlling persons or other legal entities that may have a conflict of interests now or have had a conflict of interests in the past 2 years	
1. as an executive director, employee, member of staff or advisor who receives a regular salary or a controlling person	No
2. as an auditor or professional service provider	No
3. in a material business relationship which may affect their independence.	None

**Name** Mr. Chitrapongse Kwangsukstith

**Proposed Position** Independent Director

**Nationality** Thai

**Age** 72 years

**Number of shares held in the Company and related companies (as of 25 March 2022)**  
Own: none  
Spouse: none



**Date of first appointment** 13 May 2015 (7 years)

**No. of years being the Company's Director including if being re-elected** 10 years (7 plus 3 years)

#### **Education/Training**

- Doctor of Engineering (Industrial Engineering), Lamar University, USA, 1979
- Master of Engineering (Industrial Engineering), Lamar University, USA, 1974
- Bachelor of Engineering (Mechanical Engineering), Chulalongkorn University, 1970
- Role of the Compensation Committee Program (RCC), Thai Institute of Directors Association (IOD), Class 10/2010
- Directors Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 42/2004
- Finance for Non-Finance Director Program (FND), Thai Institute of Directors Association (IOD), Class 9/2004
- National Corporate Governance Committee (NCGC), Thai Institute of Directors Association (IOD)
- Diploma in National Defense Course for the Joint State-Private Sector, the National Defense College (NDC/4212), Class 12
- Stanford Executive Program, Stanford University, USA

#### **Working experience (past 5 years)**

- **Positions in listed companies in SET (presently 1 company)**

2015 – Present : Independent Director, Thoresen Thai Agencies Public Company Limited  
2014 – 2019 : Director, Member and Alternate Chairman of Board Risk Committee, CIMB Thai Bank Public Company Limited

- **Present positions in listed companies in other countries (None)**

– None –

- **Present positions in other non-listed companies/organizations (presently 1 company)**

2021 – Present : Independent Director, Premier Tank Corporation Public Company Limited

#### **Meeting attendance for year 2021**

- Board of Director Meeting 8/8

#### **Record of Illegal Activity**

– None –



**This nominated person does not hold any position as director or management in other businesses, which might have a conflict of interest with the Company.**

**Other Related Relationships**

<b>Relationship</b>	<b>Details</b>
Close relative to management / major shareholder / controlling persons of the Company or a subsidiary	No
Relationship with Company / its subsidiary / its associates / its major shareholders / its controlling persons or other legal entities that may have a conflict of interests now or have had a conflict of interests in the past 2 years  1. as an executive director, employee, member of staff or advisor who receives a regular salary or a controlling person  2. as an auditor or professional service provider  3. in a material business relationship which may affect their independence.	  No  No  None

### **Definition of the Company's Independent Director**

An independent director is a director who does not manage the Company or any of its subsidiaries, is independent from management and major shareholders, and has no business dealings with the Company, which may compromise our interests and/or the shareholders' interests.

The main qualifications of an independent director include:

1. Holding no exceeding 0.5 percent of the total voting shares of the Company, parent company, subsidiaries, associated companies, major shareholders or controlling persons of the Company, including the shares held by connected persons of such independent director;
2. Not being or having been executive director, employee, staff or an adviser who receives a regular salary; or a controlling person of the Company, parent company, subsidiaries, associated companies, same-level subsidiaries, major shareholder or controlling person unless the foregoing status has ended no less than two years prior to the date of appointment. Such prohibited characteristics shall exclude the case where an independent director used to be a government official or advisor of a governmental agency, which is a major shareholder or the controlling person of the Company;
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, directors, major shareholders, controlling persons, or persons to be nominated as executives, directors, or controlling persons of the Company or its subsidiaries;
4. Not having or having had a business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders or controlling persons in a manner that may interfere with independent discretion, which includes not being or having been a significant shareholder or controlling person of any person having a business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders or controlling person, unless the foregoing status has ended for at least two years prior to the date of appointment;

The aforementioned business relationship under the first paragraph shall include normal business transactions, rental or lease of real estate, transactions related to assets or services or granting or receipt of financial assistance through receiving or extending loan, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in an amount starting from three percent of the net tangible assets of the Company or from Baht twenty million or more, whichever amount is lower. The calculation of such indebtedness shall be in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions, *mutatis mutandis*. The consideration of such indebtedness shall include the indebtedness incurred during the period of one year prior to the date of establishing the business relationship with such related person;

5. Not being or having been an auditor of the Company, its parent company, subsidiaries, associate companies, major shareholders or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiaries, associate companies, major shareholders or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment;

6. Not being or having been a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding Baht two million per year from the Company, its parent company, subsidiaries, associate companies, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of appointment;
7. Not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholder who is a connected person of the Company's major shareholder;
8. Not undertaking any business in the same nature and in significant competition to the business of the Company or subsidiaries or not being a partner in a significant partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the voting shares of other company which undertakes business in the same nature and in significant competition to the business of the Company or subsidiaries;
9. Not having any characteristic which make him/her incapable of expressing independent opinions with regard to the Company's business affairs.

After having been appointed as independent director with qualifications complying with the criteria under item 1 to 9 above, the independent director may be assigned by the Board of Directors to take part in the business decision of the Company, its parent company, subsidiary, associated company, same-level subsidiary, major shareholder or controlling person, providing that such decision shall be in the form of collective decision.